

**EXHIBIT A**

**Declaration of Jeffrey N. Pomerantz**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re:	)	) Chapter 11
	)	)
BIG VILLAGE HOLDING LLC, <i>et al.</i> , <sup>1</sup>	)	) Case No. 23-10174 (CTG)
	)	)
Debtors.	)	(Jointly Administered)
	)	)

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**DECLARATION OF JEFFREY N. POMERANTZ IN SUPPORT OF  
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS FOR ORDER, PURSUANT TO 11 U.S.C. §§ 328 AND 1103,  
FED. R. BANKR. P. 2014, AND LOCAL RULE 2014-1, AUTHORIZING AND  
APPROVING THE EMPLOYMENT AND RETENTION OF PACHULSKI STANG  
ZIEHL & JONES LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS EFFECTIVE AS OF FEBRUARY 28, 2023**

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I, JEFFREY N. POMERANTZ, declare under penalty of perjury as follows:

1. I am a partner in the firm of Pachulski Stang Ziehl & Jones LLP (“PSZ&J” or the “Firm”), located at 919 North Market Street, 17th Floor, Wilmington, Delaware 19801, and have been duly admitted to practice law in the state of California, among other jurisdictions, and am admitted *pro hac vice* in these cases. I am authorized to submit this declaration (the “Declaration”) in support of the *Application of the Official Committee of Unsecured Creditors for Order, Pursuant to 11 U.S.C §§ 328 and 1103, Fed. R. Bankr. P. 2014, and Local Rule 2014-1, Authorizing and Approving the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors, Effective as of February 28, 2023* (the “Application”).<sup>2</sup>

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of their respective federal tax identification numbers, are: Big Village Holding LLC (6595); Big Village Group Holdings LLC (5882); Big Village Group Inc. (6621); Big Village Insights, Inc. (8960); Big Village Media LLC (7288); EMX Digital, Inc. (5543); Big Village USA Corporation, Inc. (3414); Big Village Agency, LLC (0767); Balihoo, Inc. (9666); Deep Focus, Inc. (8234); and Trailer Park Holdings Inc. (1447). The Debtors’ service address is 301 Carnegie Center, Suite 301, Princeton, NJ 80540.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

2. Neither I, the Firm, nor any partner, of counsel, or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors or any other parties in interest herein, their respective attorneys and accountants, the U.S. Trustee, or any person employed in the Office of the U.S. Trustee, except as set forth herein.

**Disclosure of Connections**

3. Section 1103(b) of the Bankruptcy Code does not incorporate the general “disinterestedness” standard of section 327(a) of the Bankruptcy Code. However, Bankruptcy Rule 2014 requires that an application for employment under section 1103 disclose all connections with the Debtor, its estate, the professionals and the U.S. Trustee. The Firm, therefore, discloses its known connections herein.

4. The Firm has made the following investigation of disinterestedness as part of its retention as counsel to the Committee. The Firm has undertaken a full and thorough review of its computer database, which contains the names of clients and other parties interested in particular matters. The Firm requires all of its professionals, before accepting the representation of a new client, or the representation of an existing client in a new matter, to perform a conflicts check through the Firm’s database and to enter conflict information regarding new clients or new matters into that database. Thus, a review of said computerized database should reveal any and all actual or potential conflicts of interest with respect to any given representation. In particular, an employee of the Firm, under my supervision, is in the process of entering the names of the parties set forth on **Schedule 1** attached hereto in the Firm’s database with respect to the Firm’s conflict check in these Cases.

5. Based on the Firm's conflict check within its database, and out of an abundance of caution, the Firm provides the following disclosures, which do not result in conflict:

- a. Upon information and belief, MJX Asset Management LLC is a [creditor] of the Debtors. The Firm currently serves as Delaware counsel to the DIP/First Lien Group (of which MJX Asset Management LLC is a member) in the chapter 11 cases captioned *In re Phoenix Services Topco LLC, et al.*, Case No. 22-10906 (MFW) pending in the U.S. Bankruptcy Court for the District of Delaware (the "Phoenix Case"). The Phoenix Case is unrelated to the Debtors' chapter 11 cases. The Firm will not represent MJX Asset Management LLC or any of its affiliates in the Debtors' chapter 11 cases.

6. Further, PSZ&J represented, represents, and in the future will likely represent many committees in matters unrelated to the Debtors and these Cases, whose members may be creditors and/or committee members in these Cases. The Firm, however, is not representing any of those entities in these Cases and will not represent any members of these committees in any claims that they may have collectively or individually against the Debtors.

7. To date, it appears that PSZ&J does not hold or represent any interest adverse to and has no connection, subject to the disclosures set forth below and herein, with the Debtors herein, its creditors, the U.S. Trustee for the District of Delaware, or any party in interest herein in the matters upon which PSZ&J is to be retained.

8. PSZ&J is continuing to conduct an ongoing review of its files to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new material facts, connections, or relationships are discovered or arise, PSZ&J will supplement its disclosure to the Court.

9. PSZ&J and certain of its partners, of counsel, and associates represented, represent and in the future will likely represent creditors of the Debtors in connection with matters

unrelated to the Debtors and these Cases. At this time, the Firm is not aware of any such representations except as noted herein. If the Firm identifies any further such representations, the Firm shall make further disclosures as may be appropriate at that time.

10. The Firm has represented, represents, and in the future will likely represent debtors and creditors committees in cases unrelated to the Debtors and these Cases wherein one or more of the firms representing the Debtors or other parties-in-interest serve as or will serve as professionals.

11. PSZ&J is a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code in that the Firm, its partners, of counsel and associates:

- (a) are not creditors, equity security holders or insiders of the Debtors;
- (b) are not and were not, within two (2) years before the Petition Date, a director, officer, or employee of the Debtors; and
- (c) do not have an interest materially adverse to the interests of the Debtors’ estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason, except as disclosed herein.

### **Compensation**

12. The Firm has not received a retainer from the Debtors or the Committee, nor has the Firm received any payment or promise of payment, during the one-year period prior to the Petition Date on this engagement. No compensation has been paid or promised to be paid from a source other than the Debtors’ estates in these Cases on this engagement. No promises have been received by the Firm nor by any partners, of counsel or associates thereof as to compensation in connection with these Cases other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation

received by the Firm in connection with these Cases, except among the partners, of counsel, and associates of the Firm. Neither the Committee nor its members (or any of their representatives) are or will be liable for fees or costs incurred by the Firm in its representation of the Committee.

13. Subject to Court approval in accordance with section 330(a) of the Bankruptcy Code and any applicable orders of this Court, compensation will be payable to PSZ&J on an hourly basis at PSZ&J's standard hourly rates pursuant to section 328(a) of the Bankruptcy Code, plus reimbursement of actual, necessary expenses and other charges incurred by PSZ&J. The current standard hourly rates for professionals and paralegals presently designated to represent the Committee are:

(a)	Partners/Counsel	\$875.00 to \$1,995.00 per hour
(b)	Associates	\$725.00 to \$895.00 per hour
(c)	Paralegals	\$495.00 to \$545.00 per hour

14. The hourly rates set forth above are the Firm's standard hourly rates for work of this nature, which are subject to adjustment from time to time. These rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. These rates are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Committee in connection with the matters described herein, and the Firm will charge its standard hourly rates for their services. It is the Firm's policy to charge its clients in all areas of practice for all other out-of-pocket expenses incurred in connection with the client's case. The expenses charged to clients include, Court filing fees, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying and scanning charges, charges for mailing supplies (including, without limitation,

envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for working meals, computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. The Firm will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients and in accordance with the guidelines set forth in Local Bankruptcy Rule 2014-1, and all amendments and supplemental standing orders of the Court. The Firm believes that it is more appropriate to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

15. Subject to Court approval, the Committee is seeking to retain Dundon Advisers LLC ("Dundon") as its financial advisor. PSZ&J intends to work closely with Dundon to ensure that there is no unnecessary duplication of services performed or charged to the Debtors' estates.

#### **U.S. Trustee Guidelines**

16. PSZ&J provides the responses listed below as a courtesy to comply with the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under United States Code by Attorneys in Larger Chapter 11 Case* (the "2013 UST Guidelines").<sup>3</sup> Pursuant to Part D1 of the 2013 UST Guidelines, PSZ&J is seeking employment as counsel for the Committee under sections 328 and 1103 of the Bankruptcy Code and it hereby provides the following responses set forth below:

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<sup>3</sup> See 78 Fed. Reg. 36248 (June 17, 2013).

<b>Questions Required by Part D1 of 2013 UST Guidelines:</b>	<b>Answer:</b>	<b>Further Explanation:</b>
Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?	No.	N/A
Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?	No.	N/A
If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed postpetition, explain the difference and reasons for the difference.	PSZ&J did not represent the client in the 12 month period prepetition. The billing rates for PSZ&J are disclosed in the Application and are subject to periodic adjustment in accordance with the Firm's practice.	None.
Has your client approved your respective budget and staffing plan, and, if so, for what budget period?	No.	PSZ&J anticipates filing a budget at the time it files its interim fee applications. In accordance with the 2013 UST Guidelines, the budget may be amended as necessary to reflect changed circumstances or unanticipated developments.

17. PSZ&J intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the 2013 UST Guidelines, both in connection with this Application and the interim and final fee applications to be filed by PSZ&J in these Cases. As to these Cases and any other case in which PSZ&J may be

involved, PSZ&J reserves all rights regarding the scope, application, and enforceability of the 2013 UST Guidelines.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: March 28, 2023

*/s/ Jeffrey N. Pomerantz*  
Jeffrey N. Pomerantz

**SCHEDULE 1**

**List of Potentially Interested Parties**

### **Potential Parties in Interest List**

#### **I. Debtor, Subsidiaries, and Affiliated Entities**

Big Village Holding LLC  
Big Village Group Holdings LLC  
Big Village Group Inc.  
Big Village Insights, Inc.  
Big Village Media LLC  
EMX Digital, Inc.  
Big Village USA Corporation, Inc.  
Big Village Agency, LLC  
Balihoo, Inc.  
Deep Focus, Inc.  
Trailer Park Holdings Inc.  
EMX Digital Limited  
EMX Digital Pty. LTD  
EMX Digital GmbH  
ORC Holdings, Ltd  
Engine Transformation Limited  
Engine International Pte  
Big Village Australia Pty Ltd  
Engine International

#### **II. Debtor's Prior Names/Predecessors**

Engine Holding, LLC  
ORC Holding, LLC  
Engine Group Holdings LLC  
Engine Group Inc.  
Engine Intermediate Holding Corp  
ORC Intermediate Holding Corp  
Engine International, Inc.  
ORC International, Inc.  
Engine Media, LLC  
Clearstream TV, Inc.  
EMX Digital LLC  
Engine USA Corporation Inc.  
Engine USA LLC  
The Engine Group GmbH  
Engine Asia Pacific Pts Lts  
ORC Aus Pty Ltd  
ORC International, Ltd

#### **III. Current and Former Directors and Officers**

Terence Graunke  
Paul Yovovich  
Douglas Rescho

Paul Caine  
Kasha Cacy  
Jill Frizzley  
Stacy Lee  
Don Simons  
Vashti Chatman  
Michael Zacharski

**VII. Insurers**

Federal Insurance Company  
Chubb Insurance Company of New Jersey  
Chubb Insurance Company  
Indian Harbor Insurance Company  
Endurance American Insurance Company  
Ace American Insurance Company  
Endurance American Insurance Company  
Ironshore Indemnity Inc.

**VIII. Contract Counterparties**

4K Research & Consulting  
ADAPT Inc.  
Acuityads  
Adara Media Inc.  
Adaptive Intelligence Inc.  
Adobe  
Adobe Systems Software Ireland Limited  
Advance Magazine Publishers Inc. d/b/a Conde Nast  
Afar.com  
Afya Insights  
Afya Insights LLC  
AlphaSense Inc.  
Amanda Steiger d/b/a E&A Transcriptions  
American Public Education Inc.  
Americas Market Intelligence LLC  
Americas Survey Company Inc.  
Assygnment LLC  
AUS Marketing Research Systems, Inc.  
AUS Marketing Research Systems, Inc. d/b/a SSRS  
Automotive News  
Bayesia SAS  
Bidtellect Inc  
Boston Research & Communications Inc.  
C&C Market Research  
Canon Solutions America Inc.  
Caplena  
CDW Direct LLC

CDW Logistics LLC  
Channel Signal  
CIENCE Technologies Inc., a Delaware corporation  
Cint AB  
Clickagy LLC  
CMS Research Inc.  
Code 3  
Competitive Media Reporting LLC d/b/a Kantar Media  
Confirmit Australia Pty Ltd.  
Consumer Connections Research  
Crimson Hexagon Inc.  
Crowdstrike  
Cybage Software Pvt Ltd  
DashMR  
Discovery Communications  
Disney Streaming Services  
Dolandis Enterprises Inc.  
Dynata LLC  
Elemental Data Collection Inc.  
EMI Research Solutions  
Experian Marketing Solutions LLC  
Factiva Inc.  
Fidelity Workplace Services LLC  
Fieldwork Inc.  
Fieldworkhub Ltd  
Flagship Research Inc.  
Focus Forward  
Focus Pointe Global  
FocusVision Worldwide Inc.  
Freshworks Inc.  
Ft Worth Research LLC  
GDCC  
Global Data Collection Company BV  
Global Data Collection Company Holding Inc.  
Global Data Collection Company LTD  
GLocalMind Inc.  
Hallmark Cards Incorporated  
HauckEye  
Hulu LLC  
ICARE  
iMAD Research  
Imperium, LLC  
Infiniti Research Inc.  
InMoment Inc.  
Innovate MR  
Intellus Research LLC

Issues and Answers

Jacobs Research  
James Judge  
Jennifer Street  
JLS Research LLC  
JMF Research  
Joe Lalich LLC  
Kargo Global Inc.  
L & E Research Inc.  
Lake Capital Management LLC  
Language Logic LLC  
Las Vegas Field and Focus LLC  
LEAF Capital Funding LLC  
Liberty Science Center Inc.  
LiveRamp Inc.  
Lucid Holdings LLC  
Luth Research  
M3 USA Corporation  
Manthan Software Services Pvt Ltd  
Market Track, LLC dba Numerator  
Marketing Systems Group  
Mashwork Inc. d/b/a Canvs  
MFour Mobile Research Inc.  
Miami Market Research Inc.  
Microsoft  
Mimecast North America Inc.  
Mindforce Research and Hiring Solutions Pvt Ltd  
monday.com Ltd  
Museum of Science and Industry  
Nashville Research Group, LLC  
National Veterinary Associates Inc.  
NBCUniversal Media LLC  
New South Research, Inc. dba Graham & Associates  
Nissan North America Inc.  
Nissan North America Inc.  
NORC  
OKTA INC  
Op4G Inc.  
Opinion Route  
Optiv Security Inc.  
Optiv Security Inc.  
Outfielders  
Penney OpCo LLC  
Peter Ostella  
Peters Design Company  
Pixel Films LLC

Precise Mailing  
Precise Printing & Mailing  
Prediki  
Prediki Prognosedienste GmbH  
Prodege LLC  
Pure Spectrum  
QualCore.com Inc.  
Qualtrics LLC  
Qualys Inc.  
Ramius Corporation  
Relative Insight Inc.  
ReRez LP  
Research Technologies LLC  
Roku  
RP Translate  
RP Translate Limited  
Ryibbon  
Samantha A Kennedy d/b/a ASK Qualitative Consulting  
Sample Solutions BV  
SERMO Inc.  
Shugoll Research  
SK&A Information Services Inc.  
Slack Technologies LLC  
SS Holdings Group LLC d/b/a Schlesinger Associates  
SSRS Inc.  
Sterling Institutional Review Board  
Strottman Johnson LLC  
Symphony Health Solutions Corporation  
Syno International (UK) Limited  
Talend Australia Pty Limited  
TANGO CARD, Inc.  
TapResearch  
Tetonka Research LLC  
The Priceline Media Group  
Tiny Human Films LLC  
TNTdrama.com  
Toluna USA Inc.  
TravelAndLeisure.com  
Travelscape LLC  
Turner Digital  
Ugam Solutions Pvt Ltd  
Ugam Solutions Pvt Ltd  
United Mail  
Universal Survey Center, Inc., dba Survey Healthcare Globus  
Verataad Technologies LLC  
Veridata

Vistar Media  
VorsightSDR LLC  
Vox Media LLC  
Voxpopme Inc.  
WiseWorks  
Workplace Services LLC F/K/A FESCO LLC  
Zoom Video Communications Inc.

**IX. Landlords**

Colombia Property Trust  
International Plaza Partners 2, LLC  
Hudson 6922 Hollywood, LLC  
Pacific Design Center 1, LLC  
Regus Management Group, LLC  
Carnegie Investors, L.L.C.

**X. Banks, Lenders and Other Secured Creditors**

BNB Paribas  
BNP Bank  
BMO Commercial Bank  
Black Diamond Capital  
Bank of Montreal  
Governor & Co of the Bank of Ireland  
Monroe Capital Management  
Prospect Capital  
BMO Asset Management  
Barings  
Crestline Denali Capital  
MJX Asset Management  
Barclays  
Centre Lane Partners  
Medalist Partners Corporate Finance  
Square 1 Bank

**XI. Litigation Parties**

Massandra Harbor Hollywood Owner, LLC  
Content IQ, LLC  
PubOcean Media UK Ltd.  
Perion Network Ltd.  
Michael Johnson  
Szabo Associates, Inc.  
Columbia REIT – 229 W. 43rd Street, LLC  
International Plaza Partners 2, LLC

**XII. Restructuring Professionals**

Young Conaway Stargatt & Taylor, LLP

Triple P RTS, LLC (Portage Point Partners, LLC)  
Kroll Restructuring Administration LLC  
Stephens Inc.

**XIII. Top 30 Unsecured Creditors**

CPX Interactive, LLC  
Pluto Inc.  
Columbia REIT-229 W. 43rd Street  
Yahoo Ad Tech LLC  
Amazon Web Services, Inc.  
Samsung Electronics America  
Google Inc-Adwords  
Google Inc.  
Proper Media, LLC  
Xandr Inc. (AppNexus)  
Taboola.com Ltd  
Internal Revenue Service  
AppMonet  
Ugam Solutions Pvt. Ltd-WIRE  
Vizio Services, LLC  
A9.com  
Ironsource Neon Ltd (TypeA Hol  
Consumable  
Gannett Co., Inc.  
MediaVine, Inc.  
Vidazoo Ltd  
Performance Improvement Partners  
CBS Interactive Inc.  
Hulu, LLC  
Roku, Inc.  
GumGum, Inc.  
Content IQ LLC (Boredom Therapy)  
Fox Corporation (Fox News Network)  
Microsoft Online, Inc.  
Media.net

**XVI. Bankruptcy Judges**

Laurie Selber Silverstein  
John T. Dorsey  
Craig T. Goldblatt  
Karen B. Owens  
Brendan Linehan Shannon  
J. Kate Stickles  
Mary F. Walrath  
Ashely M. Chan

**XVII. Office of the United States Trustee Employees and Personnel**

Joseph McMahon  
Lauren Attix  
Linda Casey  
Denis Cooke  
Joseph Cudia  
Holly Dice  
Shakima L. Dortch  
Timothy J. Fox, Jr.  
Diane Giordano  
Christine Green  
Benjamin Hackman  
Ramona Harris  
Nyanquoi Jones  
Jane Leamy  
Hannah M. McCollum  
James R. O'Malley  
Michael Panacio  
Linda Richenderfer  
Juliet Sarkessian  
Richard Schepacarter  
Edith A. Serrano  
Rosa Sierra-Fox  
Dion Wynn